

1 IN THE UNITED STATES DISTRICT COURT  
2 FOR THE DISTRICT OF MARYLAND

3 OLES ENVELOPE LLC \* WMN-02-2017 L-00-3675

4 Plaintiff \*

5 vs. \*

Northern Division

6 GTD COMPANY, INC., et al. \*

7 Defendants \*

April 25, 2003

8 \* \* \* \* \*

9 Deposition of HAROLD T. ROBINSON, a witness  
10 of lawful age, taken on behalf of the Plaintiff in the  
11 above-entitled cause, pending in the District Court of  
12 the United States for the District of Maryland, before  
13 Dawn L. Venker, a Notary Public in and for Baltimore  
14 County, Maryland, at 7 Saint Paul Street, 15th Floor,  
15 Baltimore, Maryland 21201, on the 25th day of April,  
2003.

16 \* \* \* \* \*

17  
18  
19  
20  
21 REPORTED BY: Dawn L. Venker

EXHIBIT

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1 people up to run the machinery?" I said, "No, I have  
 2 two employees that used to run envelope equipment --  
 3 folding equipment." Namely, Ed Coogler and Joanne.  
 4 And he said, "Okay, would they be able to come down to  
 5 Baltimore for a refresher course?" The answer to that  
 6 was yes, and I had talked to him about that. And then  
 7 their duties at RO Envelope would not totally switch to  
 8 the envelope folding machine, but they would be dual  
 9 air type thing. Where they could run the envelope  
 10 folding machine and they could also run jets if we  
 11 didn't have any work for the folding machines at the  
 12 time. But I think the ultimate goal, at least the  
 13 impression that I got from Jay, was that he wanted to  
 14 open up a conversion operation in Philadelphia  
 15 eventually.

16 Q Did you also discuss the ability of RO  
 17 Envelope Company to expand its jet printing business?

18 A Yes.

19 Q What was said about that?

20 A One of the things that was said about that  
 21 that was very important to this overall operation was

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1 that they would have their salesmen in Baltimore, and I  
 2 think they had about four or five salespeople, to the  
 3 best of my knowledge, start to sell jet work, and they  
 4 would offer them a -- some sort of a bonus commission.  
 5 This is only a comparison, okay, that I'm giving you,  
 6 it's not necessarily fact. If they were paid two  
 7 percent on their regular normal work -- if they brought  
 8 in new jet work, they were going to get paid five  
 9 percent for that jet work. And that was one of the  
 10 ways we were going to expand because we could then  
 11 expand into Baltimore because now we had a full-time  
 12 jet shop that did nothing but -- you know, at that  
 13 location accept the jet work that they would be able to  
 14 sell in Baltimore.

15 Q Who did you discuss the idea of merging the  
 16 jet shops with?

17 A Dennis Stewart and Jay.

18 Q And I think you identified Jay as the  
 19 person you discussed putting the folding machines at  
 20 Exton with?

21 A Again, both Jay and Dennis Stewart.

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1 Q Who did you discuss expanding the jet  
 2 printing with? Same two?

3 A Jay and Dennis Stewart. And maybe John  
 4 Hutson was sitting in on some of those discussions  
 5 also.

6 Q Did you also discuss your ability to expand  
 7 the jet business with customers in the Philadelphia,  
 8 New Jersey, Wilmington, New York area?

9 A I'm not sure of the answer to that  
 10 question. I don't know.

11 Q You don't recall.

12 A I don't recall that.

13 Q Did you ever see projections that Oles  
 14 prepared relating to expanding the RO Envelope Company  
 15 business?

16 MR. WRIGHT: Is this before the sale?

17 MR. COE: Yes.

18 A No.

19 Q I'm going to show you a document that has  
 20 been marked as Exhibit Number 1.

21 A Hang on a second.

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1 MR. COE: For the record, this is Oles  
 2 A00320 through 352.

3 Q Can you identify this document?

4 A In what way would you like me to identify  
 5 it?

6 Q Well, do you know what it is?

7 A Well, it looks like a customer list.

8 Q Is it a customer list of RO Envelope  
 9 Company? I'll represent to you that it is attached to  
 10 the asset purchase agreement that I have.

11 A Yes.

12 Q Do you recall providing Oles with a list of  
 13 your customers?

14 A Personally?

15 Q Yes.

16 A No.

17 Q Do you recall having anyone provide Oles  
 18 with a list of your customers?

19 A No.

20 Q Do you recall being asked for it?

21 A No.

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1 Q Do you recognize that the RO Envelope  
2 Company customer list is one of the assets that Oles  
3 purchased?

4 A Repeat that please?

5 Q Do you recognize that the customer list of  
6 RO Envelope Company is one of the assets that was  
7 purchased as of October 1st, 1999?

8 A Yes.

9 Q Did you ever discuss this customer list  
10 with anyone from Oles prior to the acquisition?

11 A No. Not specifically I'm going to say. In  
12 other words, I didn't discuss this list and go over it  
13 account by account. We discussed certain accounts that  
14 we could possibly grow on.

15 Q What accounts did you discuss that you  
16 could possibly grow?

17 A Something like Educational Testing Service.  
18 CCI. That's Communication Concepts. Maybe the Peter  
19 Group. I would have to go through the list, to be  
20 quite honest with you, but it was like maybe ten  
21 accounts that we discussed that we knew there was work

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1 Pittsburgh. The purchasing all went to Pittsburgh.  
2 They were only going to entertain bids from companies  
3 that were \$50 million in sales or better. Well, that  
4 left us out. It actually left Oles Envelope Company  
5 out too. Now, I did discuss that -- I believe, that  
6 problem with Jay at the time. Jay said, "Well, maybe  
7 we could put in a bid." And I said, "Well, your sales  
8 aren't \$50 million." And he indicated while there may  
9 be \$50 million between everybody that is in the  
10 corporation, I don't know, but they still weren't \$50  
11 million. That I knew of.

12 Q Do you recall anything else that you  
13 discussed?

14 A About Mellon?

15 Q About Mellon.

16 A No.

17 Q Do you recall any other --

18 A That account was gone before they purchased  
19 the company.

20 Q Do you recall any other potential customers  
21 that you discussed with Oles representatives prior to

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1 at those accounts that we were unable to get that we  
2 now could get because we could now be considered a  
3 converter of a sort.

4 Q Was Mellon one of them?

5 A No, I think Mellon -- is Mellon on this  
6 list?

7 Q I'm not sure.

8 A I would have to look and see.

9 Q Well, regardless of whether they are on the  
10 list or not, is that a potential customer that you  
11 discussed with Oles prior to the sale of the business?

12 A At RO Envelope Company, we -- let me think  
13 about this for a minute. Okay. I noticed Mellon is  
14 not on this list. Mellon Bank was an account that we  
15 had for a period of I'm going to say ten years. Ten,  
16 twelve years. Ten, eleven years. Whatever. In a  
17 certain time, and I have to think it was about 1995 or  
18 '96. We lost the Mellon Bank account due to the  
19 fact -- I may be wrong with these dates now. I don't  
20 want to get myself in trouble here. But we had lost  
21 the Mellon Bank account because they had moved it to

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1 closing?

2 MR. WRIGHT: Other than the ones he already  
3 identified?

4 MR. COE: Right.

5 MR. WRIGHT: He has identified three or  
6 four total I think.

7 Q You said you thought there were around ten,  
8 and you have named three?

9 A I mean there were customers like Fiserv.  
10 Put that one down. There were Baum Printing Company.  
11 That was a very big potential conversion customer. I  
12 mentioned ETS, I believe.

13 Q Yes, you did.

14 A There is other ones, but I just can't think  
15 of them off the top of my head without going through a  
16 list. If you have a document you want to show me it.  
17 You want me to go through account by account, I'm sure  
18 I'll be able to recollect something.

19 Q I want to show you -- show you a document  
20 that has been marked as Exhibit 2. My question is, is  
21 this a document that was provided to you at any time

11 (Pages 38 to 41)

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1 prior to October 1st of 1999?

2 MR. WRIGHT: Take a minute to look at the  
3 document carefully. To look at it as carefully as you  
4 need to answer the question.

5 A Absolutely not.

6 Q Did you ever discuss with any  
7 representative of Oles the projections they were making  
8 regarding expanding sales at RO after acquisition?

9 A No.

10 Q Did they ever tell you that they were  
11 making projections of expansion of sales at RO?

12 A No.

13 Q Did you understand that expanding sales at  
14 RO was an important factor to Oles?

15 A Yes.

16 Q In acquiring RO?

17 MR. WRIGHT: Finish the question. I want  
18 to interpose an objection. You can answer, and you  
19 already did.

20 Q And how did you understand that?

21 A Well, I understood it that they obviously

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1 you to stay longer than a year, is that how it came  
2 about?

3 A Yes.

4 Q Yes. Did they say why they wanted you to  
5 stay longer than a year?

6 A No. I mean they just felt that the  
7 transition period would take a couple of years, I  
8 guess.

9 Q Did they tell you that they felt you were  
10 important to the success of the business?

11 A Yes.

12 Q And you recognize that you had been  
13 important to the success of RO Envelope Company,  
14 haven't you.

15 A Yes.

16 Q Did you participate in any discussions  
17 relating to Mr. Oechsle's continued employment after  
18 acquisition?

19 A You are going to have to repeat that  
20 question again.

21 Q Okay. Did you participate in any

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1 were making a purchase and they wanted to grow the  
2 business in any way possible in order to produce more  
3 profits for Oles Envelope Corporation.

4 Q In the course of negotiations, was there  
5 any discussion about your continued employment at RO  
6 after acquisition?

7 A Yes.

8 Q Can you describe those discussions to me?

9 A Well, my first thoughts on it were that I  
10 would just stay there for a year. Because I -- once I  
11 sold the company, I really wanted to retire. Then we  
12 agreed on a two year in the final contract, that I  
13 would stay there for two years.

14 Q How did that come about? One year --

15 A Part of the negotiations of the presale.

16 Q And who were those negotiations with?

17 A Dennis and Jay and whoever else was at that  
18 particular closing meeting, or whatever. It wasn't  
19 actually done at closing, by the way, it was done  
20 before we came to closing.

21 Q I understand. Were Dennis and Jay urging

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1 discussions with Oles personnel relating to  
2 Mr. Oechsle's continued employment after acquisition?

3 A Not to my knowledge.

4 Q Did you talk to Mr. Oechsle about that  
5 subject?

6 A Yes.

7 Q What did the two of you say about that  
8 subject?

9 A That he wanted to stay for four years.

10 Q Why did he want to do that?

11 A Because he was a lot younger than I was.

12 Q Did you discuss with Oles personnel the  
13 respective roles that you and Mr. Oechsle would play  
14 after acquisition?

15 MR. WRIGHT: Again, discussions before the  
16 actual consummation of the deal?

17 MR. COE: Yes.

18 A Hard question to answer. It was all  
19 discussed in the realm of what was going on, but the  
20 basic premise of their purchase was that we would  
21 continue doing the same jobs that we had done previous